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WAMPLER BUCHANAN WALKER
CHABROW BANCHIELLA, P.A.
ATTORNEYS AND COUNSELORS AT LAW

SUNTRUST INTERNATIONAL CENTER
SUITE 1700
ONE S.E. THIRD AVENUE
MIAMI, FLORIDA 33131
305.577.0044
FAX 305.577.8545
WBWCB.COM

June 1, 2004

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Guideway, Inc.

Dear Madame or Sir:

Enclosed please find the original Articles of Incorporation of Guideway, Inc., together with a check number 104, in the amount of \$78.75 (Filing Fee, \$35.00; Registered Agent Designation, \$35.00; and Certified Copy, \$8.75).

Please file the corporation and provide the undersigned with the certified copy of the filing of the same.

Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'LMBB'.

Louis M. Barrios-Balbin

LMBB.mc
Enclosures

**ARTICLES OF INCORPORATION
OF
GUIDEWAY, INC.**

The undersigned, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
MIAMI, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is Guideway, Inc.. The principal business address is:
8346 Dundee Terrace, Miami Lakes, Florida 33016.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III
PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared By:
Louis M. Barrios-Balbin
Florida Bar Number 173118
One S.E. Third Avenue
Suite 1700
Miami, Florida 33131

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this Corporation shall consist of One Thousand Authorized (1,000) Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and its address is as follows:

Louis M. Barrios-Balbin, Esquire

One S.E. Third Avenue

Suite 1700

Miami, Florida 33131

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than Three (3). The Bylaws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have One (1) Director(s). The names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Maribel Balbin	8346 Dundee Terrace, Miami Lakes, FL 33016

ARTICLE VII **INCORPORATOR**

The names and addresses of the Incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Maribel Balbin	8346 Dundee Terrace, Miami Lakes, FL 33016

ARTICLE VIII **ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation.

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any

account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in the corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or director, and any former officer or director to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation in Miami - Dade County, Florida, for the uses and purposes aforesaid this 27th day of May, 2004



Incorporator

STATE OF FLORIDA)

COUNTY OF Miami-Dade)

ss.

BEFORE ME the undersigned authority, personally appeared Maribel Balbin, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and (s)he has freely and voluntarily acknowledged before me according to law that (s)he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in Miami-Dade County, Florida, this 27th day of May, 2004.

Teresa Ramirez
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: Guideway, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, State of Florida, has named LOUIS M. BARRIOS-BALBIN, ESQUIRE, located at One S.E. Third Avenue, Suite 1700, Miami, FL 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.



LOUIS M. BARRIOS-BALBIN, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA